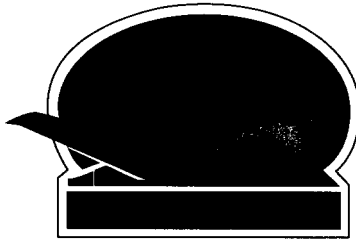


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QA



DEPT. OF TRANSPORTATION
DOCKET SECTION
95 OCT -5 PM 2:11

September 27, 1995

Ms. Patricia Thomas
Chief, Air Carrier Fitness Division
United States Department of Transportation
400 Seventh St., S.W.
Washington, D.C. 20590

OST-95-539-17

Re: Name Change of **AirTrain** Corporation, Docket No. 49 119

Dear Ms. Thomas:

Please be advised that the name of the above-referenced air carrier has been changed to **JetTrain** Corporation. Pursuant to the instructions of a representative at your office, I have enclosed a check in the amount of \$56.00 for the fee in connection with registration of the name change.

I understand that there may be further actions required on the part of **JetTrain** in relation to this name change; accordingly, please apprise me of additional notification and documentation requirements. In the meantime, do not hesitate to call if you have any questions or require additional information.

Very truly yours,

James M. Davis
President & Chief Executive Officer
JetTrain Corporation

Enclosure

JMD/llr

12 pp

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AIRTRAIN CORPORATION", CHANGING ITS NAME FROM "AIRTRAIN CORPORATION" TO "JETTRAIN CORPORATION", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF AUGUST, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2331454 3100

950183182

AUTHENTICATION:

7608095

DATE:

08-15-95

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
AIRTRAIN CORPORATION**

AirTrain Corporation, a corporation organized and existing under the laws of the State of Delaware (**the "Corporation"**), does hereby certify:

FIRST: That the **amendment** to the Corporation's Restated Certificate of Incorporation set forth in the following resolutions was approved by unanimous written consent of the Board of Directors of the Corporation on August 3, 1995 and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of **the** State of Delaware:

RESOLVED, that the Board of Directors hereby declares it advisable and in **the best** interests of the Corporation **that** the name of the Corporation be changed to **"JETTRAIN CORPORATION"**;

FURTHER RESOLVED, that the Restated Certificate of Incorporation of the Corporation be amended to change the **name** of **the** Corporation by deleting in its entirety **Article FIRST** thereof and substituting **therefor the** following provision so that Article FIRST shall be amended to read in its entirety as follows:

FIRST: The name of the Corporation **is JETTRAIN CORPORATION.**"

FURTHER RESOLVED, that **the** Board of Directors declares it advisable and hereby approves and recommends to the stockholders of the Corporation the foregoing amendment of **such** Article FIRST as set forth in the Certificate of Amendment of Restated Certificate of Incorporation attached hereto as Attachment 1; and

FURTHER RESOLVED, that such amendment be submitted to the stockholders of the Corporation for approval and adoption in **accordance** with the Delaware General Corporation Law; and

FURTHER RESOLVED, that if **such** amendment is so approved and adopted, the appropriate officers of the corporation be, and each of them hereby is, authorized, empowered and directed to cause a Certificate of Amendment of Restated Certificate of

Incorporation evidencing such amendment duly to **be** filed **with** the State of Delaware and the applicable county in Delaware.

SECOND: That said amendment **has** been consented to and authorized by the holders of a majority of the issued and outstanding **stock** of the Corporation entitled to vote.


THIRD: That said amendment was duly adopted in accordance with the provisions of **Section** 242 **of** the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, **AirTrain** Corporation **has** caused this Certificate to be signed **by** James M. Davis, its President and Chief Executive **Officer**, and attested by Dalton W. Martin, its Secretary, this 11th day of August, 1995.

ATTEST:

AIRTRAIN CORPORATION

Name : Dalton W. Martin
Title: **Secretary**



Name: James M. Davis
Title: President/CEO

Incorporation evidencing such amendment duly to be filed **with** the State of Delaware and the applicable county in Delaware.


SECOND: That said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock of the Corporation entitled to vote.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, **AirTrain** Corporation has caused this Certificate to be signed by James **M. Davis**, its President and Chief **Executive Officer**, and attested by Dalton W. **Martin**, its Secretary, this 11th day of August, 1995.

ATTEST:

AIRTRAIN CORPORATION



Name: **Dalton W. Martin**
Title: Secretary

Name: James M. Davis
Title: President/CEO

AIRTRAIN CORPORATION

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS

Dated as of August 3, 1995

In conformity with section 141(f) of the General Corporation Law of the State of Delaware and the By-laws of **AirTrain** Corporation, a Delaware corporation (the "**Corporation**"), the undersigned, being all of the directors of the Corporation, hereby consent to and adopt the following resolutions and take the following actions with the same -force and effect as if such resolutions had been duly adopted and such actions duly taken at a meeting of the Board of Directors of the Corporation duly called and convened for such purpose on August 3, 1995, with a full quorum present and acting throughout:

WHEREAS, Section 242 of the General Corporation Law of the State of Delaware authorizes a corporation to adopt resolutions amending its certificate of incorporation, and to recommend such amendments to the stockholders of the Corporation; and

WHEREAS, the Board of Directors believes it is in the best interests of the Corporation to change the name of the Corporation to "**JETTRAIN CORPORATION**";

RESOLVED, that the Board of Directors hereby declares it advisable and in the best interests of the Corporation that the name of the Corporation be changed to "**JETTRAIN CORPORATION**";

FURTHER RESOLVED, that the Restated Certificate of Incorporation of the Corporation be amended to change the name

of the Corporation by deleting in its entirety Article FIRST thereof and substituting **therefor** the following provision so that Article FIRST shall be amended to read in its entirety as follows:

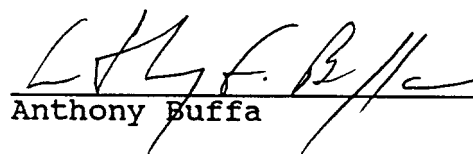
FIRST: The name of the Corporation is **JETTRAIN CORPORATION.**"

FURTHER RESOLVED, that the Board of Directors declares it advisable and hereby approves and recommends to the stockholders of the Corporation the foregoing amendment of such Article FIRST as set forth in the Certificate of Amendment of Restated Certificate of Incorporation attached hereto as Attachment 1; and

FURTHER RESOLVED, that such amendment be submitted to the stockholders of the Corporation for approval and adoption in accordance with the Delaware General Corporation Law; and

FURTHER RESOLVED, that if such amendment is so approved and adopted, the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to cause a Certificate of Amendment of Restated Certificate of Incorporation evidencing such amendment duly to be filed with the State of Delaware and the applicable county in Delaware.

WITNESS the due execution hereof.


Anthony Buffa

J. Elliot Black

Dalton W. Martin

James M. Davis

David Gerstenhaber

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Dalton W. Martin

James M. Davis

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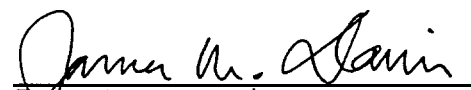
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WITNESS the due execution hereof.

Anthony Buffa

J. Elliot Black

Dalton W. Martin

James M. Davis



David Gerstenhaber

The foregoing Written Consent has been signed by all ~~of~~
~~the~~ directors and filed by the Secretary with the minutes of
proceedings of the Board of Directors of the Corporation.


Dalton W. Martin, Secretary

Attachment 1: Form of Certificate of Amendment of Restated
Certificate of Incorporation